

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

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MINNEAPOLIS  
LONDON  
HONG KONG

RECORDATION NO. 18982-B FILED

JUN 22 '01 10-86 AM

June 19, 2001

**SURFACE TRANSPORTATION BOARD**

Re: Secondary Document to Primary Document No. 18982 for Recordation at the Surface  
Transportation Board

Surface Transportation Board  
1925 K Street N.W., Suite 700  
Washington, D.C. 20423

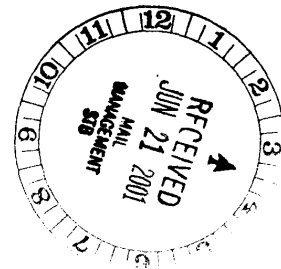
Via Hand Delivery

Dear Sirs:

Pursuant to the provisions of 49 U.S.C. § 11301 and 49 C.F.R. Part 1177, enclosed please find duplicate originals of the secondary document described below for recordation at the Surface Transportation Board:

Secondary Document - Lease Supplement No. 3 dated May 1, 2001.  
The names and addresses of the parties to this document are:

Lessee:	Solvay Polymers, Inc. 3333 Richmond Avenue Houston, Texas 77098
Lessor:	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890-0001



A short summary of the document to appear in the index follows:

This document removes rail car ELTX 3336 from Lease Supplement No. 2 dated September 15, 1994, due to its destruction in a casualty event.

The enclosed document should be filed as a secondary document to Primary Document No. 18982. Also enclosed is a check in the amount of \$27.00 in payment of the filing fee. Please file-stamp and return the additional copy of the document presented for recordation. Should you have any questions or require further information, please call me at (713) 651-5558.

Very truly yours,

*Darice Angel*

Darice Angel  
Senior Legal Assistant

Enclosures

cc: Jay Olmstead (w/o enclosures) (Firm)

RECORDATION NO. 18982-B FILED

JUN 22 '01 10:36 AM

SURFACE TRANSPORTATION BOARD

LEASE SUPPLEMENT NO. 3

(Solvay Polymers Equipment Trust 1994)

Dated as of May 1, 2001

Between

**WILMINGTON TRUST COMPANY,**

not in its individual capacity, except as otherwise expressly  
provided for in the Lease, but solely as trustee under the Trust Agreement  
dated as of June 1, 1994, between the Owner Participant and  
Wilmington Trust Company in its individual capacity

**Lessor,**

and

**SOLVAY POLYMERS, INC.,**

**Lessee**

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FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT  
TO 49.U.S.C. § 11301 ON \_\_\_\_\_, 2001, AT \_\_\_\_\_M. RECORDATION  
NUMBER \_\_\_\_\_ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL  
OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT  
ON \_\_\_\_\_, 2001, AT \_\_\_\_\_M.

LEASE SUPPLEMENT NO. 3  
(Solvay Polymers Equipment Trust 1994)

This LEASE SUPPLEMENT NO. 3 (this "Lease Supplement"), dated as of May 1, 2001, is entered into between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof (the "Owner Trustee"), and Solvay Polymers, Inc., a Delaware corporation.

A. The Lessor and the Lessee have heretofore entered into the Lease to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes set forth in Section 28(c) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of June 1, 1994, among J.P. Morgan Interfunding Corp., Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, Solvay Polymers, Inc., and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. On each of August 4, 2000 and October 13, 1997, an Event of Loss occurred to the equipment described in Schedule I to this Lease Supplement (the "Lost Equipment"). Lessor acknowledges that, pursuant to Section 28(a)(i) of the Lease, Lessee has paid the amount of \$117,316.20 as the Stipulated Loss Value of the Lost Equipment and fulfilled its SLV Obligations.

3. Lessor and Lessee agree that:

- (i) all right, title and interest of Lessor in and to the Lost Equipment is hereby assigned, sold and transferred to Lessee (subject, in all respects, to the provisions of the Bill of Sale of even date herewith with respect to the Lost Equipment);
- (ii) the Lost Equipment is released and discharged from the provisions of the Lease;
- (iii) Lessee has no further obligation to pay any Rent with respect to the Lost Equipment; and

- (iv) Schedule II hereto set forth revised Basic Rent Factors and Basic Rent amounts (in United States dollars) for the remaining Equipment covered under Lease Supplements Number 1 and 2, dated July 15, 1994 and September 15, 1994, respectively.

4. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

5. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

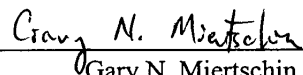
6. This Lease Supplement shall in all respects be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of law.

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,  
not in its individual capacity, except as otherwise  
expressly provided for in the Lease, but solely as  
trustee under the Trust Agreement dated as of June 1,  
1995, between the Owner Participant and Wilmington  
Trust Company in its individual capacity

By   
Name: Charisse L. Rodgers  
Title: Assistant Vice President

SOLVAY POLYMERS, INC.


By   
Gary N. Miertschin  
Vice President - Commercial Operations

Attachment

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF DELAWARE           §  
   §  
COUNTY OF NEWCASTLE   §

On this 4 day of May, 2001, before me personally appeared **CHARISSE L. RODGERS**, to me known, who, being by me duly sworn, did depose and say that he/she resides at No. Wilmington, Delaware; that he/she is a **ASSISTANT VICE PRESIDENT** of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by authority of the Board of Directors of said corporation.

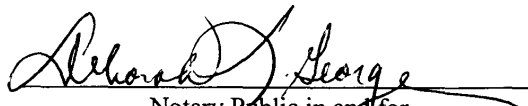
  
Notary Public in and for  
the State of Delaware

My Commission Expires:  
**DEBORAH L. GEORGE**  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires November 21, 2001

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF DELAWARE           §  
   §  
COUNTY OF NEWCASTLE   §

On this 4 day of May, 2001, before me personally appeared **CHARISSE L. RODGERS**, to me personally known, being by me duly sworn, says that he/she is **ASSISTANT VICE PRESIDENT** of WILMINGTON TRUST COMPANY (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on May 4, 2001, and he/she acknowledged that the execution of the said instrument was the act and deed of the Corporation.

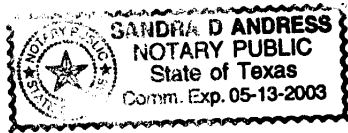
  
Notary Public in and for  
the State of Delaware

My Commission Expires:  
**DEBORAH L. GEORGE**  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires November 21, 2001

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

This instrument was acknowledged before me on May 2, 2001, by Gary N. Miertschin, the Vice President - Commercial Operations of SOLVAY POLYMERS, INC., a Delaware corporation.



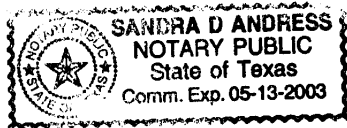
*Sandra D Andress*

Notary Public in and for  
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

On this 2<sup>nd</sup> day of May, 2001, before me personally appeared Gary N. Miertschin, to me personally known, being by me duly sworn, says that he is the Vice President - Commercial Operations of SOLVAY POLYMERS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on May 2, 2001, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



*Sandra D Andress*

Notary Public in and for  
the State of Texas

SCHEDULE I

to

LEASE SUPPLEMENT NO. 3

(Solvay Polymers Equipment Trust 1994)

Description of the Lost Equipment:

Two Center Flow® covered hopper rail cars, one of 5,800 cubic foot capacity and the other of 5,711 cubic foot capacity, initialed ELTX and numbered 3161 and 3336, respectively, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

SCHEDULE II TO LEASE SUPPLEMENT NO. 3  
(Solvay Polymers Equipment Trust 1994)

**\$25,464,810.07 : Original Equip. Cost (463 Remaining Cars)**

**464 : Original Car Count**

**463 : Revised Car Count**

Rental Date	No.	Total Rent (%)	Advance Rent (%)	Total Rent (\$)	Advance Rent (\$)
Jan 14 1998	7	4.37082878%	4.37082878%	1,113,023.25	1,113,023.25
Jul 14 1998	8	2.51418965%	2.51418965%	640,233.62	640,233.62
Jan 14 1999	9	4.44557332%	4.44557332%	1,132,056.80	1,132,056.80
Jul 14 1999	10	2.43944510%	2.43944510%	621,200.06	621,200.06
Jan 14 2000	11	4.52633600%	4.52633600%	1,152,622.87	1,152,622.87
Jul 14 2000	12	2.35868243%	2.35868243%	600,634.00	600,634.00

**\$25,409,852.07 : Original Equip. Cost (462 Remaining Cars)**

**464 : Original Car Count**

**462 : Revised Car Count**

Jan 14 2001	13	5.55213045%	5.55213045%	1,410,788.13	1,410,788.13
Jul 14 2001	14	2.23509599%	2.23509599%	567,934.58	567,934.58
Jan 14 2002	15	4.74713849%	4.74713849%	1,206,240.87	1,206,240.87
Jul 14 2002	16	2.13787994%	2.13787994%	543,232.13	543,232.13
Jan 14 2003	17	4.44666621%	4.44666621%	1,129,891.31	1,129,891.31
Jul 14 2003	18	2.43835222%	2.43835222%	619,581.69	619,581.69
Jan 14 2004	19	4.49219824%	4.49219824%	1,141,460.93	1,141,460.93
Jul 14 2004	20	2.39282019%	2.39282019%	608,012.07	608,012.07
Jan 14 2005	21	5.98929689%	5.98929689%	1,521,871.48	1,521,871.48
Jul 14 2005	22	2.28851967%	2.28851967%	581,509.46	581,509.46
Jan 14 2006	23	6.72284460%	6.72284460%	1,708,264.87	1,708,264.87
Jul 14 2006	24	1.69217792%	1.69217792%	429,979.91	429,979.91
Jan 14 2007	25	6.84922766%	6.84922766%	1,740,378.62	1,740,378.62
Jul 14 2007	26	1.56579486%	1.56579486%	397,866.16	397,866.16
Jan 14 2008	27	6.97659928%	6.97659928%	1,772,743.56	1,772,743.56
Jul 14 2008	28	1.43842324%	1.43842324%	365,501.22	365,501.22
Jan 14 2009	29	2.57139793%	2.57139793%	653,388.41	653,388.41
Jul 14 2009	30	5.84362460%	5.84362460%	1,484,856.37	1,484,856.37
Jan 14 2010	31	7.43297274%	7.43297274%	1,888,707.38	1,888,707.38
Jul 14 2010	32	0.98204978%	0.98204978%	249,537.40	249,537.40
Jan 14 2011	33	7.69267389%	7.69267389%	1,954,697.06	1,954,697.06
Jul 14 2011	34	0.72234863%	0.72234863%	183,547.72	183,547.72
Jan 14 2012	35	7.97328514%	7.97328514%	2,025,999.96	2,025,999.96
Jul 14 2012	36	0.44173739%	0.44173739%	112,244.82	112,244.82
Jan 14 2013	37	8.27649007%	8.27649007%	2,103,043.88	2,103,043.88
Jul 14 2013	38	0.13853246%	0.13853246%	35,200.89	35,200.89
Jan 14 2014	39	3.70805715%	3.70805715%	942,211.84	942,211.84
Jul 14 2014	40	4.70696537%	4.70696537%	1,196,032.94	1,196,032.94
Jan 14 2015	41	0.00039185%	0.00039185%	99.57	99.57
Jul 14 2015	42	8.41463067%	8.41463067%	2,138,145.21	2,138,145.21
Jan 14 2016	43	0.00039185%	0.00039185%	99.57	99.57
Jul 14 2016	44	8.41463067%	8.41463067%	2,138,145.21	2,138,145.21
Jan 14 2017	45	4.20751126%	4.20751126%	1,069,122.39	1,069,122.39